

29<sup>th</sup> May, 2025

**Scrip Code : ANSALAPI**  
National Stock Exchange of  
India Ltd  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (East)  
Mumbai - 400 051

**Scrip Code: 500013**  
BSE Limited  
25th Floor,  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001

**Reg: Submission of Annual Secretarial Compliance Report of Ansal Properties and Infrastructure Limited for the financial year ended on 31<sup>st</sup> March, 2025.**

**Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

Dear Sir/Madam,

With reference to the captioned matter, please find enclosed herewith Secretarial Compliance Report dated 29<sup>th</sup> May, 2025 for the Financial year ended on the 31<sup>st</sup> March, 2025 issued by APAC & Associates, LLP, Practicing Company Secretaries.

This is for your information and records.

Thanking you.

Yours faithfully,

For **Ansal Properties and Infrastructure Ltd.**

  
(Abdul Sami)  
Company Secretary



**Notes:**

1) Ansal Properties and Infrastructure Limited (APIL) is undergoing Corporate Insolvency Resolution Process under Insolvency and Bankruptcy Code, 2016. It's affairs, business and assets are being managed by Interim Resolution Professional (IRP), Shri Navneet Kumar Gupta (Currently designated as Resolution Professional), appointed by Hon'ble National Company Law Tribunal (NCLT), New Delhi, Court IV, in CP No.: IB 558(ND)/2024 vide Order dated the 25<sup>th</sup> February, 2025.

2) The Serene Residency Group Housing Project", Sector ETA -II, Greater Noida, U.P of APIL is also managed Shri Navneet Kumar Gupta, Resolution Professional of said Project.

3) The Fernhill Project, Gurgaon, Haryana of APIL is managed by Shri Jalesh Kumar Grover, Resolution Professional of the said Project.

**Ansal Properties and Infrastructure Limited**

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# **APAC & ASSOCIATES LLP**

## **SECRETARIAL COMPLIANCE REPORT OF ANSAL PROPERTIES AND INFRASTRUCTURE LIMITED FOR THE YEAR ENDED MARCH 31, 2025**

The Hon'ble National Company Law Tribunal, (NCLT), New Delhi Bench, Court-IV at its hearing held on the 25<sup>th</sup> February, 2025, in the matter of "IL&FS Financial Services Limited V/s Ansal Properties and Infrastructure Limited" have commenced the Corporate Insolvency Resolution Process against Ansal Properties and Infrastructure Limited ("APIL" or "Company") in respect of application filed by IL&FS Financial Services Limited (IFIN), in CP No.: IB 558(ND)/2024, under Section 7 of Insolvency and Bankruptcy Code, 2016. Shri Navneet Kumar Gupta, an Insolvency Professional (IBBI Registration Number IBBI/IPA-001/IP-P00001/2016-17/10009) has been appointed as an Interim Resolution Professional (currently designated as Resolution Professional).

During the Financial year 2023-24, an Order dated the 20<sup>th</sup> October, 2023, under Company Petition no. (IB)- 297(ND)/2023, in the matter of Indian Bank vs. M/s. Ansal Properties and Infrastructure Ltd was passed by Hon'ble National Company Law Tribunal (NCLT), New Delhi Bench, Court-II, in respect of the initiation of the Corporate Insolvency Resolution Process (CIRP) against "Serene Residency Group Housing Project" of Ansal Properties and Infrastructure Limited situated at Sector ETA II, Greater Noida, Uttar Pradesh. Shri Navneet Kumar Gupta, an Insolvency Professional (IBBI Registration Number IBBI/IPA-001/IP-P00001/2016-17/10009) has been appointed as an Interim Resolution Professional (currently designated as Resolution Professional).

During the Financial year 2022-23, Ansal Properties and Infrastructure Limited was admitted into Corporate Insolvency Resolution Process ["CIRP"] vide Order dated the 16<sup>th</sup> November 2022 passed by the Hon'ble National Company Law Tribunal ["NCLT"], New Delhi Bench, Court-II in the matter of "Bibhuti Bhushan Biswas & Ors. Versus M/s Ansal Properties and Infrastructure Limited". Shri Ashwani Kumar Singla was appointed as the Interim Resolution Professional ['IRP'] having Registration No. IBBI/IPA001/IP-P02035/2020-21/13122 (Shri Ashwani Kumar Singla has been replaced with Shri Jalesh Kumar Grover, as Resolution Professional, vide NCLT Order dated the 10th January, 2024). The Hon'ble NCLAT vide Order dated the 13<sup>th</sup> January, 2023 held that the CIRP under the Insolvency and Bankruptcy Code, 2016 ["IBC"] shall only be confined to the "Fernhill Project" situated at District Gurgaon. Shortly after the Order dated the 13<sup>th</sup> January, 2023 was passed, the IRP filed a Clarification Application dated the 17<sup>th</sup> January, 2023 in relation to the Hon'ble NCLAT Order dated the 13<sup>th</sup> January, 2023, which was (along with other appeals/ applications) disposed of by the Hon'ble NCLAT on the 04<sup>th</sup> March, 2024.

We, APAC & ASSOCIATES LLP, Practicing Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by Ansal Properties and Infrastructure Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

**APAC & Associates LLP, a Limited Liability Partnership with LLP Registration No. AAF-7948**

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including	Regulation/Circular No.	Deviations	Action Taken By	Type of Action	Detail of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
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	specific clause)									
1	Financial Results	33	Delay of 15 days	BSE & NSE	Penalty imposed	Non-submission of the Financial Results within the period prescribed for the quarter ended September 30, 2024	BSE Rs. 100300 NSE Rs. 88,500	As informed by the company, SOP Fine Paid on 14.01.2025 (BSE) / adjusted (NSE) on 16.01.2025.	-	-
2	Financial Results	33	Delay of 49 days	-	-	Non-submission of the Financial Results within the period prescribed for the quarter ended December 31, 2024	-	As informed by the company, No SOP fine received from the stock exchanges till the date of signing of this Report	-	-

(c) Following material events occurred during the review period:

1. Presently the Board of directors are not within the minimum prescribed limit prescribed under Regulation 17(1) of the SEBI (LODR), 2015, as Shri Sunil Kumar Gupta (DIN: 06531451) Non-Executive and Independent director of the Company and member of various committees has submitted his resignation letter dated the 21<sup>st</sup> February 21, 2025, to IRP of the Company vide an email dated the 06<sup>th</sup> March<sup>h</sup>, 2025, and Shri Binay Kumar Singh (DIN: 10467660) Non-Executive and Independent director of the Company and member of various committees has submitted his resignation letter dated the 12<sup>th</sup> March, 2025, to IRP of the Company vide an email dated the 12<sup>th</sup> March, 2025. The said resignations were not accepted by IRP though they had filed their respective e-forms DIR-11 with Registrar of Companies, Delhi.
2. The composition of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committees are also not within the minimum prescribed limits as per the applicable provisions of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.
3. Shri Deepak Mowar (DIN: 02195026) has resigned from the position of Managing Director & Chief Executive officer of the Company w.e.f the 26<sup>th</sup> December, 2024, and the vacancy of such director was not filled by the Company within three months from the date of such vacancy i.e. 25<sup>th</sup> March, 2025.
4. However, as per Regulation 15 of Listing Regulations, the provisions as specified in regulations 17, 18, 19 and 20 shall not be applicable during the insolvency resolution process period in respect of a Company which is undergoing corporate insolvency resolution process under the Insolvency Code and the roles and responsibilities of the committees specified in the respective regulations shall be fulfilled by the interim resolution professional or resolution professional.
5. (i) The application for Personal Insolvency of Shri Pranav Ansal, Suspended Chairman and Whole Time Director of the Company was filed by Indian Bank under the provisions of Insolvency and Bankruptcy Code, 2016 and the same was accepted by the Hon'ble National Company Law Tribunal, Delhi.  
  
(ii) In the month of March 2025, the Company's official mailboxes/mail ID's, SharePoint, and OneDrive account were compromised due to an interference by unknown identity. This incident temporarily disrupted access to digital records. However, the IRP/RP took immediate and necessary actions by appointing the technical team and also escalate the matter with Microsoft. The issue has been resolved, and access to the mailboxes, share-point and one drive have been successfully resolved. However, the aforesaid event severely hampered official internal and external communications and coordination. The said matter was duly informed to the stock exchanges.

**We hereby report that, during the review period the compliance status of the listed entity with the following requirements:**

	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><b><u>Secretarial Standard</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	None
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	<p>Yes</p> <p>Yes</p>	None
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	None
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	None

5.	<p><b><u>To examine details related to Subsidiaries of listed entities:</u></b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>Yes</p> <p>Yes</p>	No Material subsidiary as on 31.03.2025.
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	None
8.	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	All Related party transactions were placed and noted/approved by the Audit Committee and Board of Directors at their respective meetings
9.	<p><b><u>Disclosure of events or information:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) of SEBI</p>	Yes	None

	(Prohibition of Insider Trading) Regulations, 2015		
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	In Financial year 2024-25, the stock exchanges have imposed penalty on the Company for delay in submission of Financial Results for the quarter ended 30 <sup>th</sup> September, 2024. The Company has already paid the SOP fine.
12.	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	No	No resignation of auditor take place during the Financial Year 2024-25.
12.	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>No additional non-compliance observed except for delay of intimation to stock exchange.</p>	Yes	Details are given above in this report.



**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**Place: New Delhi**  
**Date: May 29, 2025**

**For APAC & ASSOCIATES LLP**  
**Company Secretaries**

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GUPTA CHETAN GUPTA  
Date: 2025.05.29  
17:03:31 +05'30'

**Chetan Gupta**  
**Managing Partner**  
**FCS No.: 6496**  
**C P No.: 7077**  
**UDIN: F006496G000491860**